

This listing of claims will replace all prior versions, and listings, of claims in the application.

**Listing of Claims:**

1-14. (Cancelled).

15. (Currently amended) A composition comprising

(a) at least one carboxyl-terminated butadiene/acrylonitrile copolymer ~~having at least one glass transition temperature of 30°C or lower and one or more epoxy reactive groups;~~

(b) a product bearing one or more terminal phenolic or amino groups wherein the product is formed by a reaction comprising (i) reacting a stoichiometric excess of at least one carboxylic anhydride or carboxylic dianhydride with at least one diamine or polyamine; and (ii) reacting one or more of the excess carboxylic anhydride groups or carboxylic acid groups derived from the excess anhydride groups with a stoichiometric excess of at least one polyphenol or aminophenol; and

(c) at least one first epoxy resin.

16-19. (Cancelled).

20. (Currently amended) The composition of claim 15 wherein the ~~epoxy reactive~~ carboxylic groups of the copolymer have been reacted with a second epoxy resin to form an adduct of the second epoxy resin and the copolymer.

21. (Original) The composition of claim 15 wherein the carboxylic anhydride or dianhydride of component (b) is selected from the group consisting of maleic anhydride, succinic anhydride, glutaric anhydride, adipic anhydride, pimelic anhydride, suberic anhydride, azelaic anhydride, sebacic anhydride phthalic anhydride, benzenetricarboxylic anhydride, mellophanic dianhydride, pyromellitic dianhydride, 1,8:4,5-naphthalenetetracarboxylic dianhydride, 2,3:6,7-naphthalenetetracarboxylic dianhydride, perylene dianhydride, biphenyl tetracarboxylic dianhydride, diphenylether tetracarboxylic dianhydride, diphenylmethane tetracarboxylic dianhydride, 2,2-diphenylpropane

tetracarboxylic dianhydride, benzophenone tetracarboxylic dianhydride and mixtures thereof, and wherein the diamine or polyamine of component (b) is selected from the group consisting of amino-terminated polyethylene glycol, amino-terminated polypropylene glycol, amino-terminated polyoxytetramethylene, amino-terminated polybutadiene and combinations thereof.

22. (Original) The composition of claim 21 wherein the product bearing one or more terminal phenolic or amino groups is dissolved in a liquid polyepoxide that is the same as or different from the first epoxy resin.

23-33. (Cancelled).

34. (Currently amended) The product of claim ~~15~~ ~~31~~ further comprising forming a mixture comprising the product bearing one or more terminal phenolic or amino groups and (i) at least one carboxyl-terminated butadiene/acrylonitrile copolymer ~~copolymer having at least one glass transition temperature of 30°C or lower and one or more epoxy reactive groups~~, and (ii) at least one epoxy resin.

35-43. (Cancelled).